02-20-2001



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U.S. Department of Commerce Patent and Trademark Office TRADEMARK

## RECORDATION FORM COVER SHEET

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	MARKS ONLY  Please record the attached original document(s) or copy(ies).
Submission Type 2-9-01	Conveyance Type Assignment License
Resubmission (Non-Recordation) Document ID #  Correction of PTO Error Reel # Frame #  Corrective Document Reel # Frame #	Security Agreement  Nunc Pro Tunc Assignment  Effective Date Month Day Year  12 15 2000  Change of Name  X Other Assignment of Security Interest
Conveying Party  Name Equinox Holdings, Inc.  Formerly	Mark if additional names of conveying parties attached    Execution Date   Month Day Year
Individual General Partnership Other	Limited Partnership X Corporation Association
X Citizenship/State of Incorporation/Organization	tion Delaware  Mark if additional names of receiving parties attached
Name Bankers Trust Company  DBA/AKA/TA	
Composed of	
Address (line 1) 130 Liberty Street  Address (line 2)	
Address (line 3) New York  City  General Partnership  X Corporation Association  Other	NY/USA  State/Country Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached.  (Designation must be a separate document from Assignment.)
Citizenship/State of Incorporation/Organization/2001 DBYRNE 00000097 75325373 FOR 672061 May 10.00 0P	

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to: Commissioner of Patents and Trademarks, Box Assignments , Washington, D.C. 20231

TRADEMARK

REEL: 002237 FRAME: 0761

FORM PTO- Expires 06/30/99 OMB 0651-0027	1618B	Page 2	U.S. Department of Commerce Patent and Trademark Office TRADEMARK
Domestic R	Representative Name and	Address Enter for the fire	st Receiving Party only.
Name			// // // // // // // // // // // // //
Address (line 1)			STORY AND THE ST
			2001
Address (line 2)			FEB - 9 2001
Address (line 3)			
Address (line 4)			
Correspond	lent Name and Address A	Area Code and Telephone Number	212-819-8830
Name	John Scheibeler, Esq.		
Address (line 1)	White & Case LLP		
Address (line 2)	1155 Avenue of the Amer	ricas	
Address (line 3)	New York, NY 10036		
Address (line 4)			
Pages	Enter the total number of pagincluding any attachments.	ges of the attached conveyance	e document # 6
Trademark A	Application Number(s) or	Registration Number(s)	X Mark if additional numbers attached
			BOTH numbers for the same property).
	lemark Application Number(s		gistration Number(s)
L 75325373		94413	
75757969	75976436 7538	39617	
75059391	75976375 7528	32917	
Number of i	Properties Enter the total	number of properties involved.	# 41
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	f Payment: Enclos	ed X Deposit Account	1040.00
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	Aut	thorization to charge additional fe	es: Yes No
Statement a	nd Signature	C/M 1104031-C	)239
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	beler, Esq.	10 0200	, 1
White & Ca	se Reg. No. 35,346	with Islantich	2/7/2001
Name (	of Person Signing	Signature	Date Signed

FORM PTO-1618C

## RECORDATION FORM COVER SHEET CONTINUATION

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

OMB 0651-0027		TRADEMARI	KS ONLY		TRADEMARK
Conveying Enter Additional	Party Conveying Party		Mark if additional na	mes of conveying p	arties attached Execution Date Month Day Year
Name I	Equinox Holdings,	Inc.		FEB - 9 2001	12 15 2000
Formerly				ertnership Corporation Association	
Individual	General Partr	nership Limite	ed Partnership	Corporatio	<b></b>
Other					
	ip State of Incorporation	/Organization De 1	aware		
Receiving P Enter Additional I	<b>'arty</b> Receiving Party	Mark if	additional names of	receiving parties at	tached
Name	Bankers Trust C	ompany			
DBA/AKA/TA					
Composed of					
Address (line 1)	130 Liberty Str	eet			
Address (line 2)					
Address (line 3)	New York		NY/USA State/Co	untry	10006 Zip Code
Individua	al General Pa	rtnership Lim	nited Partnership	i i	cument to be recorded is an innent and the receiving party is
X Corporati	on Association	ı		арро	omiciled in the United States, an intment of a domestic sentative should be attached
Other				(Desi	gnation must be a separate ment from the Assignment.)
X Citizensh	ip/State of Incorporation	n/Organization	New York		
	Application Number Trademark Application Num				rk if additional numbers attached
	emark Application Nu		, Namber (DO NOT 2	Registration	. , .
75223374	75064108	74682483			
75215917	75063961	74682482			
75117750	75059390	74676647			
75116395	75020787	74626707			
75104520	75010775	74626706			
75104519	74802244	74597633			
75088057	74715627	74590702			

**TRADEMARK** 

**REEL: 002237 FRAME: 0763** 

FORM PTO-1618C Expires 06/30/99 OMB 0851-0027

## RECORDATION FORM COVER SHEET CONTINUATION TRADFMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office
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OMB 0651-0027	TRADEMAR	KS ONLY	TRADEMARK
Conveying Enter Additiona	g Party al Conveying Party	Mark if additional names of conveying	parties attached Execution Date Month Day Year
Name [	Equinox Holdings, Inc.	FEB - 9 2001	12 15 2000
Formerly [			
Individu	ual General Partnership Limit	ted Partnership Corporati	on Association
Other		-	
	<u> </u>	Delaware	
Receiving Enter Additiona	Party al Receiving Party  Mark	if additional names of receiving parties a	attached
Name	Bankers Trust Company		
DBA/AKA/TA			
Composed of	f	Mark September 1997	
Address (line 1	130 Liberty Street		
Address (line 2	2)		
Address (line 3	New York	NY/USA State/Country	10006 Zip Code
Individ	dual General Partnership Li	ass	ocument to be recorded is an ignment and the receiving party is
X Corpora	ation Association	арр гері	domiciled in the United States, an cointment of a domestic resentative should be attached signation must be a separate
Other [			signation must be a separate sument from the Assignment.)
X Citizens	ship/State of Incorporation/Organization	New York	
	CApplication Number(s) or Registr the Trademark Application Number or the Registration		lark if additional numbers attached
	ademark Application Number(s)		n Number(s)
74581962	74284250		
74323844	74197463		
74319221	75757970		
74319220	74682484		
74314159			
74313909			
74313902			

GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of

which are hereby acknowledged, Equinox Holdings, Inc., a Delaware corporation (the "Grantor")

with principal offices at 895 Broadway, New York, NY 10003, hereby assigns and grants to

Bankers Trust Company, as Collateral Agent, with principal offices at 130 Liberty Street, New

York, New York 10006 (the "Grantee"), a security interest in (i) all of the Grantor's right, title

and interest in and to the United States trademarks, trademark registrations and trademark

applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term

is defined in the Security Agreement referred to below) and products of the Marks, (iii) the

goodwill of the businesses with which the Marks are associated and (iv) all causes of action

arising prior to or after the date hereof for infringement of any of the Marks or unfair competition

regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all

the Obligations of the Grantor, as such term is defined in the Security Agreement among the

Grantor, the other assignors from time to time party thereto and the Grantee, dated as of

December 15, 2000 (as amended from time to time, the "Security Agreement"). Upon the occur-

rence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute,

acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in

the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the

Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to

the security interest granted herein are as set forth in the Security Agreement, all terms and

provisions of which are incorporated herein by reference. In the event that any provisions of this

Grant are deemed to conflict with the Security Agreement, the provisions of the Security

Agreement shall govern.

new york 694394 v1 [#vsq01!.doc]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 15 day of December, 2000.

EQUINOX HOLDINGS, INC., Grantor

BANKERS TRUST COMPANY, as Collateral Agent and Grantee

Name: JUNE VERNET

Title: DINECTOR

oc]

STATE OF NEW YORK	)	
	)	ss.:
COUNTY OF NEW YORK	)	

On this 15 day of December, 2000, before me personally came Macc.

Maghacano who, being by me duly sworn, did state as follows: that s/he is generated of Equinox Holdings, Inc., that s/he is authorized to execute the foregoing Grant on behalf of said corporation and that s/he did so by authority of the Board of Directors of said corporation.

Jaia E. Roberson Notary Public

SARA E. ROTHERMEL Notary Public, State of New York No. 01/RO6049704 Qualified in New York County Commission Expires Oct. 23, 2002

STATE OF NEW YORK	)		
	)	ss.:	
COUNTY OF NEW YORK	)		

On this 15 day of <u>December</u>, according before me personally came <u>June</u>

who, being by me duly sworn, did state as follows: that s/he is

<u>Director</u> of Bankers Trust Company, that s/he is authorized to execute the foregoing Grant on behalf of said bank and that s/he did so by authority of the [Board of Directors] of said bank.

Jaca E. College Notary Public

> SARA E. ROTHERMEL Notary Public, State of New York No. 01RO6049704 Qualified in New York County Commission Expires Oct. 23, 2002

Trademark	Registration Number	Registration Date	Serial Number
EVOLUTION OF FITNESS	N/A	N/A	75325373
EQ TV	N/A	N/A	75757969
E-STRETCH	N/A	N/A	75059391
E-MAX	N/A	N/A	75059389
EQUINOX	N/A	N/A	75976436
EQUINOX FITNESS CLUB	N/A	N/A	75976375
EQUINOX	N/A	N/A	75394413
GET RESULTS	N/A	N/A	75389617
PEAK SYSTEMS	N/A	N/A	75282917
EQUINOX	N/A	N/A	75223374
PEAK	N/A	N/A	75215917
POWER BOX	2055339	April 22, 1997	75117750
POWER STRIKE	2055315	April 22, 1997	75116395
EQUINOX	N/A	N/A	75104520
EQUINOX	N/A	N/A	75104519
EQUINOX	N/A	N/A	75088057
URBAN SPA	N/A	N/A	75064108
STRIDING	N/A	N/A	75063961
E-CLIPS	N/A	N/A	75059390
EQUINOX SUB-CULTURE	N/A	N/A	75020787
EQUINOX URBAN SPORT	N/A	N/A	75010775
EQUINOX	1903842	July 4, 1995	74802244
EQUINOX	2074971	July 1, 1992	74715627
EQUINOX	2104559	October 14, 1992	74682483
EQUINOX ENERGY WEAR E	N/A	N/A	74682482
NUTRIBAR	2231275	March 3, 1999	74676647
EQUINOX	N/A	N/A	74626707
EQUINOX	2090336	August 26, 1997	74626706
EQUINOX LOGO	N/A	N/A	74597633
EXERCISE INTELLIGENCE	1966381	April 9, 1996	74590702
EQUINOX FITNESS CLUB	N/A	N/A	74581962

21077338v1

Trademark	Registration Number	Registration Date	Serial Number
EQUINOX	[2049342]*	April 1, 1997	74323844
Equinox Fitness & Education	N/A	N/A	74319221
EQUINOX	N/A	N/A	74319220
EQUINOX PHYSICAL THERAPY	N/A	N/A	74314159
EQUINOX	2006462	October 8, 1996	74313909
EQUINOX	N/A	N/A	74313902
EQUINOX	1900162	June 13, 1993	74284250
EQUINOX	1796108	September 28, 1993	74197463
EQUINOX	N/A	N/A	75757970
URBAN SPA	N/A	N/A	74682484

**RECORDED: 02/09/2001** 

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<sup>\*</sup> Please confirm reg. no.